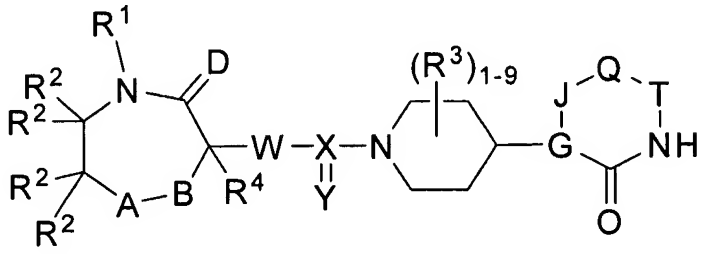
Listing of the Claims:

The listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

1. (Currently Amended) The compound of Formula I:



I

wherein:

A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2;

B is $(C(R^2)_2)_n$;

D is O;

R^1 is selected from:

1) H, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_s OR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and,

v) $O(CO)R^4$;

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,
h) OR^4,
i) $O(CH2)_sOR^4$,
j) CO_2R^4,
k) $(CO)NR^{10}R^{11}$,
l) $O(CO)NR^{10}R^{11}$,
m) $N(R^4)(CO)NR^{10}R^{11}$,
n) $N(R^{10})(CO)R^{11}$,
o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\ SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and
v) $O(CO)R^4$;

R^2 is independently selected from:

1) H, C_0-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   f) $(F)_pC_{1-3}$ alkyl,
   g) halogen,
   h) OR^4,
   i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and,

v) $O(CO)R^4$; and,

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4.

i) $O(CH_2)_sOR^4$.

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\ SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and
v) $O(CO)R^4$;

or, any two independent R^2 on the same carbon or on adjacent carbons may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, thiazolinyl, oxazolinyl, imidazolinyl, imidazolidinyl, pyrrolinyl, morpholinyl, thiomorpholinyl, thiomorpholinyl S-oxide, thiomorpholinyl S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl or piperazinyl,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

(a) $-C_{1-6}$alkyl, which is unsubstituted or substituted with 1-3 substituents independently selected from:
  (i) halo,
  (ii) hydroxy,
  (iii) $-O-C_{1-6}$alkyl,
  (iv) $-C_{3-6}$cycloalkyl,
  (v) $-COR^{10}$
  (vi) $-CO_2R^{10}$,
  (vii) $-NR^{10}R^{11}$,
  (viii) $-SO_2R^{10}$,
  (ix) $-CONR^{10}R^{11}$, and
  (x) $-(NR^{10})CO_2R^{11}$,
(b) $-SO_2\ NR^{10}R^{11}$
(c) halo,
(d) $-SO_2R^{10}$,
(e) hydroxy,

(f) -O-C_{1-6}alkyl, which is unsubstituted or substituted with 1-5 halo,

(g) -CN,

(h) -COR^{10},

(i) -$NR^{10}R^{11}$,

(j) -$CONR^{10}R^{11}$,

(k) -CO_2R^{10},

(l) -$(NR^{10})CO_2R^{11}$,

(m) -$O(CO)NR^{10}R^{11}$,

(n) -$(NR^4)(CO)NR^{10}R^{11}$, and

(o) oxo;

R^{10} and R^{11} are independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy, where R^{10} and R^{11} may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ;

R^4 is independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy;

W is O, NR^4 or $C(R^4)_2$;

X is C or S;

Y is O, $(R^4)_2$, NCN, NSO_2CH_3, or $NCONH_2$, or Y is O_2 when X is S;

R^5 is independently selected from H and:

1) C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and,

v) $O(CO)R^4$;

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and

v) $O(CO)R^4$;

3) C_{1-6} alkyl,

4) C_{3-6} cycloalkyl,

5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

8) $(F)_pC_{1-3}$ alkyl,

9) halogen,

10) OR^4,

11) $O(CH_2)_sOR^4$,

12) CO_2R^4,

13) $(CO)NR^{10}R^{11}$,
14) $O(CO)NR^{10}R^{11}$,
15) $N(R^4)(CO)NR^{10}R^{11}$,
16) $N(R^{10})(CO)R^{11}$,
17) $N(R^{10})(CO)OR^{11}$,
18) $SO_2NR^{10}R^{11}$,
19) $N(R^{10})\ SO_2R^{11}$,
20) $S(O)_mR^{10}$,
21) CN,
22) $NR^{10}R^{11}$,
23) $N(R^{10})(CO)NR^4R^{11}$, and,
24) $O(CO)R^4$,

or two R^5 attached to the same carbon form the substituent =O, such that $C(R^5)_2$ may be C=O,

where the number of R^5 substituents that are not H, can range from zero to three;

G-J is selected from: N, C, $C=C(R^5)$, $N\text{-}C(R^5)_2$, C=N, $C(R^5)\text{-}C(R^5)_2$, $C(R^5)\text{-}N(R^6)$, $N(R^6)\text{-}N(R^6)$;

Q-T is is selected from: $C(R^5)_2\text{-}C(R^5)_2$, $C(R^5)=C(R^5)$, $N=C(R^5)$, $C(R^5)=N$, N=N, N and $C(R^5)_2$-(C=O), $N(R^6)$-(C=O), $C(R^5)_2\text{-}N(R^6)$;

R^3 is independently selected from H, substituted or unsubstituted C_1-C_3 alkyl, CN and CO_2R^4;

p is 0 to 2q+1, for a substituent with q carbons;
m is 0, 1 or 2;
n is 0 or 1;
s is 1, 2 or 3;

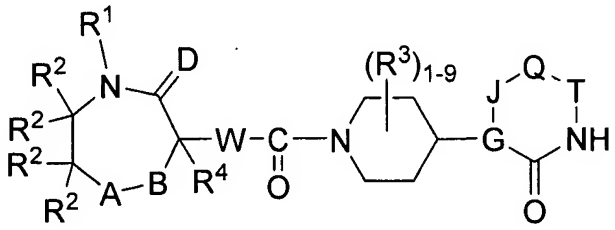
wherein "heteroaryl" means a stable 5- to 7- membered monocyclic- or stable 8- to 11-membered bicyclic heterocyclic ring system which is either saturated or unsaturated, and which consists of carbon atoms and from one to four heteroatoms selected from the group consisting of N, O and S, and wherein the nitrogen

and sulfur atoms may optionally be quaternized, and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring;

and "heterocyclic" means a stable 5- to 7- membered monocyclic- or stable 9- to 10-membered fused bicyclic heterocyclic ring system which contains an aromatic ring, any ring of which may be saturated, and which consists of carbon atoms and from one to four heteroatoms selected from the group consisting of N, O and S, and wherein the nitrogen and sulfur atoms may optionally be oxidized, and the nitrogen heteroatom may optionally be quaternized, and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring; and

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual diastereomers thereof.

2. (Currently Amended) A compound according to claim 1 having the Formula Ia:

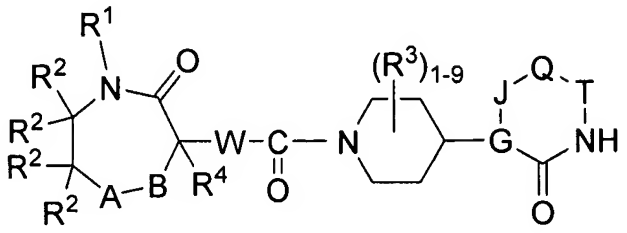


Ia

wherein:
A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2;
B is $(C(R^2)_2)_n$;
D is O;
n is 0 or 1; and

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual stereoisomers thereof.

3. (Currently Amended) A compound according to claim 1 having the Formula Ib:



Ib

wherein:

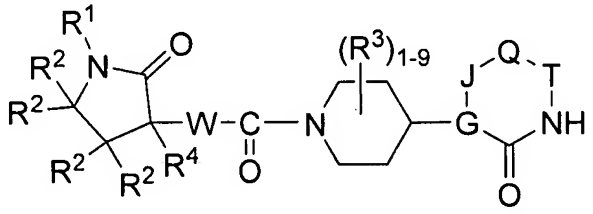
A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2;

B is $(C(R^2)_2)_n$;

n is 0 or 1; and

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual stereoisomers thereof.

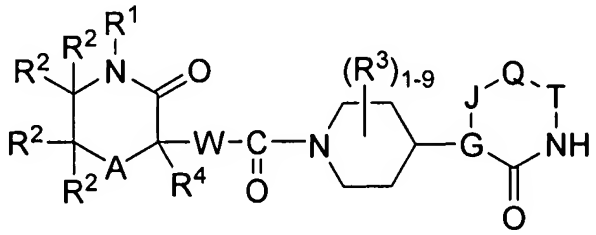
4. (Currently Amended) A compound according to claim 1 having the Formula Ic:



Ic

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual stereoisomers thereof.

5. (Currently Amended) A compound according to claim 1 having the Formula Id:

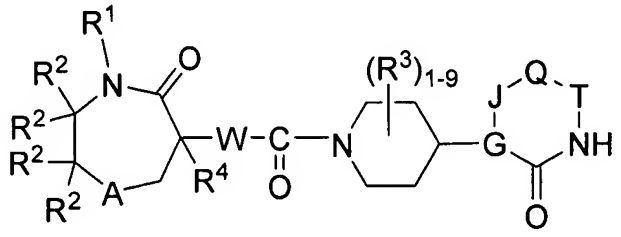


Id

wherein:
A is $C(R^2)_2$, O, $S(O)_m$ or NR^2;

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual stereoisomers thereof.

6. (Currently Amended) A compound according to claim 1 having the Formula Ie:



Ie

wherein:
A is $C(R^2)_2$, O, $S(O)_m$ or NR^2;

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual stereoisomers thereof.

7. (Currently Amended) A compound according to claim 1 having the Formulae Ia –Ie, wherein:

R^1 is selected from:

1) H, C_1-C_6 alkyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4.

k) CN,

l) $NR^{10}R^{11}$, and

m) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) $(F)_pC_{1-3}$ alkyl,

d) halogen,

e) OR^4,

f) CO_2R^4,

g) $(CO)NR^{10}R^{11}$,

h) $SO_2NR^{10}R^{11}$,

i) $N(R^{10})\ SO_2R^{11}$,

j) $S(O)_mR^4$,

k) CN,

l) $NR^{10}R^{11}$, and,

m) $O(CO)R^4$;

R^2 is selected from:

1) H, C_0-C_6 alkyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents ~~sustituents~~ where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $S(O)_mR^4$,

l) CN,

m) $NR^{10}R^{11}$, and

n) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) $(F)_pC_{1-3}$ alkyl,

d) halogen,

e) OR^4,

f) CO_2R^4,

g) $(CO)NR^{10}R^{11}$,

h) $SO_2NR^{10}R^{11}$,

i) $N(R^{10})\ SO_2R^{11}$,

j) $S(O)_mR^4$,

k) CN,

l) $NR^{10}R^{11}$, and

m) $O(CO)R^4$;

or, any two independent R^2 on the same carbon or on adjacent carbons may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, thiazolinyl, oxazolinyl, imidazolinyl, imidazolidinyl, pyrrolinyl, morpholinyl, thiomorpholinyl, thiomorpholinyl S-oxide, thiomorpholinyl S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl or piperazinyl,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

(a) -C_{1-6}alkyl, which is unsubstituted or substituted with 1-3 substituents independently selected from:
  (i) halo,
  (ii) hydroxy,
  (iii) -O-C_{1-6}alkyl,
  (iv) -C_{3-6}cycloalkyl,
  (v) -COR^{10}
  (vi) -CO_2R^{10},
  (vii) -$NR^{10}R^{11}$,
  (viii) -SO_2R^{10},
  (ix) -$CONR^{10}R^{11}$, and
  (x) -$(NR^{10})CO_2R^{11}$,
(b) -SO_2 $NR^{10}R^{11}$,
(c) halo,
(d) -SO_2R^{10},
(e) hydroxy,
(f) -O-C_{1-6}alkyl, which is unsubstituted or substituted with 1-5 halo,
(g) -CN,
(h) -COR^{10},
(i) -$NR^{10}R^{11}$,
(j) -$CONR^{10}R^{11}$,
(k) -CO_2R^{10},
(l) -$(NR^{10})CO_2R^{11}$,
(m) -$O(CO)NR^{10}R^{11}$,

(n) $-(NR^4)(CO)NR^{10}R^{11}$, and

(o) oxo;

R^{10} and R^{11} are independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy, where R^{10} and R^{11} may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl and morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4

R^4 is independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy;

W is O, NR^4 or $C(R^4)_2$;

G-J and Q-T are selected from the following pairings:

G-J is N and Q-T is $C(R^5)_2$ - $C(R^5)_2$,

G-J is N, and Q-T is $C(R^5)=C(R^5)$,

G-J is N and Q-T is $N=C(R^5)$,

G-J is N, and Q-T is $C(R^5)=N$,

G-J is N, and Q-T is N=N,

G-J is $C=C(R^5)$, and Q-T is $N(R^6)$,

G-J is N, and Q-T is $C(R^5)_2$ -(C=O)-,

G-J is N-$C(R^5)_2$, and Q-T is $C(R^5)_2$-$C(R^5)_2$,

G-J is $C=C(R^5)$ and Q-T is $C(R^5)=C(R^5)$,

G-J is $C=C(R^5)$, and Q-T is $C(R^5)=N$,

G-J is $C=C(R^5)$, and Q-T is $N=C(R^5)$,

G-J is $C=N$, and Q-T is $C(R^5)=C(R^5)$,

G-J is $N-C(R^5)_2$, and QT is $C(R^5)_2-(C=O)-$,

G-J is $C(R^5)-C(R^5)_2$, and QT is $N(R^6)-(C=O)-$,

G-J is $C(R^5)-C(R^5)_2$, and QT is $C(R^5)_2-C(R^5)_2$,

G-J is $C(R^5)-C(R^5)_2$, and QT is $C(R^5)_2-N(R^6)$,

G-J is $C(R^5)-N(R^6)$, and QT is $C(R^5)_2-C(R^5)_2$,

G-J is $C(R^5)-C(R^5)_2$, and QT is $N=C(R^5)$,

G-J is $N-C(R^5)_2$, and QT is $C(R^5)_2-N(R^6)$,

G-J is $N-N(R^6)$, and QT is $C(R^5)_2-C(R^5)_2$, and

G-J is $N-C(R^5)_2$, and QT is $N=C(R^5)$;

R^5 is independently selected from H and:

1) C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and,

v) $O(CO)R^4$;

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,
h) OR^4,
i) $O(CH_2)_sOR^4$,
j) CO_2R^4,
k) $(CO)NR^{10}R^{11}$,
l) $O(CO)NR^{10}R^{11}$,
m) $N(R^4)(CO)NR^{10}R^{11}$,
n) $N(R^{10})(CO)R^{11}$,
o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\ SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and
v) $O(CO)R^4$;

3) $C_{1\text{-}6}$ alkyl,
4) $C_{3\text{-}6}$ cycloalkyl,
5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
8) $(F)_pC_{1\text{-}3}$ alkyl,
9) halogen,
10) OR^4,
11) $O(CH_2)_sOR^4$,
12) CO_2R^4,
13) $(CO)NR^{10}R^{11}$,
14) $O(CO)NR^{10}R^{11}$,
15) $N(R^4)(CO)NR^{10}R^{11}$,

16) $N(R^{10})(CO)R^{11}$,
17) $N(R^{10})(CO)OR^{11}$,
18) $SO_2NR^{10}R^{11}$,
19) $N(R^{10})\ SO_2R^{11}$,
20) $S(O)_mR^{10}$,
21) CN,
22) $NR^{10}R^{11}$,
23) $N(R^{10})(CO)NR^4R^{11}$, and,
24) $O(CO)R^4$,

or two R^5 attached to the same carbon form the substituent =O, such that $C(R^5)_2$ may be C=O,

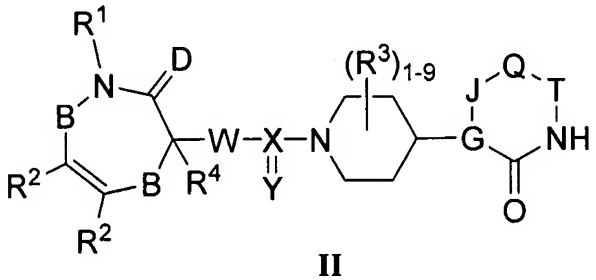
where the number of R^5 substituents that are not H, can range from zero to three;

R^3 is independently selected from H, substituted or unsubstituted C_1-C_3 alkyl, CN and CO_2R^4;

p is 0 to 2q+1, for a substituent with q carbons
m is 0 to 2;
s is 1 to 3;

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual stereoisomers thereof.

8. (Currently Amended) The compound of Formula II:



II

wherein:

B is independently $(C(R^2)_2)_n$;

D is O;

R^1 is selected from:

1) H, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,
b) C_{3-6} cycloalkyl,
c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
f) $(F)_pC_{1-3}$ alkyl,
g) halogen,
h) OR^4,
i) $O(CH_2)_s OR^4$,
j) CO_2R^4,
k) $(CO)NR^{10}R^{11}$,
l) $O(CO)NR^{10}R^{11}$,
m) $N(R^4)(CO)NR^{10}R^{11}$,
n) $N(R^{10})(CO)R^{11}$,
o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\ SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and,
v) $O(CO)R^4$;

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH2)_sOR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and

v) $O(CO)R^4$;

R^2 is independently selected from:

1) H, C_0-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and,

v) $O(CO)R^4$;

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and

v) $O(CO)R^4$;

or, the independent R^2 on adjacent carbons may be joined together to form a ring selected from cyclopentenyl, cyclohexenyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl, imidazolinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, tetrahydropyridyl, furanyl, dihydrofuranyl and dihydropyranyl,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

(a) -C1-6alkyl, which is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:

(i) halo,

(ii) hydroxy,

(iii) -O-C1-6alkyl,
(iv) -C3-6cycloalkyl,
(v) -COR10
(vi) -CO2R10,
(vii) -NR10R11,
(viii) -SO2R10,
(ix) -CONR10R11, and
(x) -(NR10)CO2R11,

(b) -SO2 NR10R11
(c) halo,
(d) -SO2R10,
(e) hydroxy,
(f) -O-C1-6alkyl, which is unsubstituted or substituted with 1-5 halo,
(g) -CN,
(h) -COR10,
(i) -NR10R11,
(j) -CONR10R11,
(k) -CO2R10,
(l) -(NR10)CO2R11,
(m) -O(CO)NR10R11,
(n) -(NR4)(CO)NR10R11, and
(o) oxo;

R^{10} and R^{11} are independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy, where R^{10} and R^{11} may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ;

R^4 is independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy;

W is O, NR^4 or $C(R^4)_2$;

X is C or S;

Y is O, $(R^4)_2$, NCN, NSO_2CH_3 or $NCONH_2$, or Y is O_2 when X is S;

R^5 is independently selected from H and:

1) C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   f) $(F)_pC_{1-3}$ alkyl,
   g) halogen,
   h) OR^4,
   i) $O(CH_2)_sOR^4$,
   j) CO_2R^4,
   k) $(CO)NR^{10}R^{11}$,
   l) $O(CO)NR^{10}R^{11}$,
   m) $N(R^4)(CO)NR^{10}R^{11}$,
   n) $N(R^{10})(CO)R^{11}$,
   o) $N(R^{10})(CO)OR^{11}$,
   p) $SO_2NR^{10}R^{11}$,
   q) $N(R^{10})\ SO_2R^{11}$,
   r) $S(O)_mR^{10}$,
   s) CN,
   t) $NR^{10}R^{11}$,
   u) $N(R^{10})(CO)NR^4R^{11}$, and,
   v) $O(CO)R^4$;

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and

v) $O(CO)R^4$;

3) C_{1-6} alkyl,

4) C_{3-6} cycloalkyl,

5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
8) $(F)_pC_{1-3}$ alkyl,
9) halogen,
10) OR^4,
11) $O(CH_2)_sOR^4$,
12) CO_2R^4,
13) $(CO)NR^{10}R^{11}$,
14) $O(CO)NR^{10}R^{11}$,
15) $N(R^4)(CO)NR^{10}R^{11}$,
16) $N(R^{10})(CO)R^{11}$,
17) $N(R^{10})(CO)OR^{11}$,
18) $SO_2NR^{10}R^{11}$,
19) $N(R^{10})\ SO_2R^{11}$,
20) $S(O)_mR^{10}$,
21) CN,
22) $NR^{10}R^{11}$,
23) $N(R^{10})(CO)NR^4R^{11}$, and,
24) $O(CO)R^4$,

or two R^5 attached to the same carbon form the substituent =O, such that $C(R^5)_2$ may be C=O,

where the number of R^5 substituents that are not H, can range from zero to three;

G-J is selected from: N, C, $C=C(R^5)$, $N\text{-}C(R^5)_2$, C=N, $C(R^5)\text{-}C(R^5)_2$, $C(R^5)\text{-}N(R^6)$, $N(R^6)\text{-}N(R^6)$;

Q-T is is selected from: $C(R^5)_2\text{-}C(R^5)_2$, $C(R^5)=C(R^5)$, $N=C(R^5)$, $C(R^5)=N$, N=N, N and $C(R^5)_2\text{-}(C=O)$, $N(R^6)\text{-}(C=O)$, $C(R^5)_2\text{-}N(R^6)$;

R^3 is independently selected from H, substituted or unsubstituted $C_1\text{-}C_3$ alkyl, CN and CO_2R^4;

p is 0 to 2q+1, for a substituent with q carbons;
m is 0, 1 or 2;
n is 0 or 1;
s is 1, 2 or 3;

wherein "heteroaryl" means a stable 5- to 7- membered monocyclic- or stable 8- to 11-membered bicyclic heterocyclic ring system which is either saturated or unsaturated, and which consists of carbon atoms and from one to four heteroatoms selected from the group consisting of N, O and S, and wherein the nitrogen and sulfur atoms may optionally be quaternized, and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring;

and "heterocyclic" means a stable 5- to 7- membered monocyclic- or stable 9- to 10-membered fused bicyclic heterocyclic ring system which contains an aromatic ring, any ring of which may be saturated, and which consists of carbon atoms and from one to four heteroatoms selected from the group consisting of N, O and S, and wherein the nitrogen and sulfur atoms may optionally be oxidized, and the nitrogen heteroatom may optionally be quaternized, and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring; and

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual diastereomers thereof.

9. (Currently Amended) A compound according to claim 8, wherein:

R^1 is selected from:

1) H, C_1-C_6 alkyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) CN,

l) $NR^{10}R^{11}$, and

m) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) $(F)_pC_{1-3}$ alkyl,

d) halogen,

e) OR^4,

f) CO_2R^4,

g) $(CO)NR^{10}R^{11}$,

h) $SO_2NR^{10}R^{11}$,

i) $N(R^{10})\ SO_2R^{11}$,

j) $S(O)_mR^4$,

k) CN,

l) $NR^{10}R^{11}$, and,

m) $O(CO)R^4$;

R^2 is selected from:

1) H, C_0-C_6 alkyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents ~~sustituents~~ where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4,

k) $S(O)_mR^4$,

l) CN,

m) $NR^{10}R^{11}$, and

n) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) $(F)_pC_{1-3}$ alkyl,

d) halogen,

e) OR^4,

f) CO_2R^4,

g) $(CO)NR^{10}R^{11}$,

h) $SO_2NR^{10}R^{11}$,

i) $N(R^{10})\ SO_2R^{11}$,

j) $S(O)_mR^4$,

k) CN,

l) $NR^{10}R^{11}$, and

m) $O(CO)R^4$;

R^{10} and R^{11} are independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy, where R^{10} and R^{11} may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl and morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4

R^4 is independently selected from: H, C_{1-6} alkyl, $(F)_pC_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_1-C_6 alkoxy;

W is O, NR^4 or $C(R^4)_2$;

G-J and Q-T are selected from the following pairings:

G-J is N and Q-T is $C(R^5)_2$ - $C(R^5)_2$,

G-J is N, and Q-T is $C(R^5)$=$C(R^5)$,

G-J is N and Q-T is N=$C(R^5)$,

G-J is N, and Q-T is $C(R^5)$=N,

G-J is N, and Q-T is N=N,

G-J is C=$C(R^5)$, and Q-T is $N(R^6)$,

G-J is N, and Q-T is $C(R^5)_2$ -(C=O)-,

G-J is N-$C(R^5)_2$, and Q-T is $C(R^5)_2$-$C(R^5)_2$,

G-J is C=$C(R^5)$ and Q-T is $C(R^5)$=$C(R^5)$,

G-J is C=$C(R^5)$, and Q-T is $C(R^5)$=N,

G-J is $C=C(R^5)$, and Q-T is $N=C(R^5)$,

G-J is $C=N$, and Q-T is $C(R^5)=C(R^5)$,

G-J is $N-C(R^5)_2$, and QT is $C(R^5)_2-(C=O)-$,

G-J is $C(R^5)-C(R^5)_2$, and QT is $N(R^6)-(C=O)-$,

G-J is $C(R^5)-C(R^5)_2$, and QT is $C(R^5)_2-C(R^5)_2$,

G-J is $C(R^5)-C(R^5)_2$, and QT is $C(R^5)_2-N(R^6)$,

G-J is $C(R^5)-N(R^6)$, and QT is $C(R^5)_2-C(R^5)_2$,

G-J is $C(R^5)-C(R^5)_2$, and QT is $N=C(R^5)$,

G-J is $N-C(R^5)_2$, and QT is $C(R^5)_2-N(R^6)$,

G-J is $N-N(R^6)$, and QT is $C(R^5)_2-C(R^5)_2$, and

G-J is $N-C(R^5)_2$, and QT is $N=C(R^5)$;

R^5 is independently selected from H and:

1) C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_{3-6} cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
   a) C_{1-6} alkyl,
   b) C_{3-6} cycloalkyl,
   c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
   d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,

j) CO_2R^4.

k) $(CO)NR^{10}R^{11}$,

l) $O(CO)NR^{10}R^{11}$,

m) $N(R^4)(CO)NR^{10}R^{11}$,

n) $N(R^{10})(CO)R^{11}$,

o) $N(R^{10})(CO)OR^{11}$,

p) $SO_2NR^{10}R^{11}$,

q) $N(R^{10})\ SO_2R^{11}$,

r) $S(O)_mR^{10}$,

s) CN,

t) $NR^{10}R^{11}$,

u) $N(R^{10})(CO)NR^4R^{11}$, and,

v) $O(CO)R^4$;

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4,

i) $O(CH_2)_sOR^4$,
j) CO_2R^4,
k) $(CO)NR^{10}R^{11}$,
l) $O(CO)NR^{10}R^{11}$,
m) $N(R^4)(CO)NR^{10}R^{11}$,
n) $N(R^{10})(CO)R^{11}$,
o) $N(R^{10})(CO)OR^{11}$,
p) $SO_2NR^{10}R^{11}$,
q) $N(R^{10})\ SO_2R^{11}$,
r) $S(O)_mR^{10}$,
s) CN,
t) $NR^{10}R^{11}$,
u) $N(R^{10})(CO)NR^4R^{11}$, and
v) $O(CO)R^4$;

3) $C_{1\text{-}6}$ alkyl,
4) $C_{3\text{-}6}$ cycloalkyl,
5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4,
8) $(F)_pC_{1\text{-}3}$ alkyl,
9) halogen,
10) OR^4,
11) $O(CH_2)_sOR^4$,
12) CO_2R^4,
13) $(CO)NR^{10}R^{11}$,
14) $O(CO)NR^{10}R^{11}$,
15) $N(R^4)(CO)NR^{10}R^{11}$,
16) $N(R^{10})(CO)R^{11}$,
17) $N(R^{10})(CO)OR^{11}$,

18) $SO_2NR^{10}R^{11}$,
19) $N(R^{10})\ SO_2R^{11}$,
20) $S(O)_mR^{10}$,
21) CN,
22) $NR^{10}R^{11}$,
23) $N(R^{10})(CO)NR^4R^{11}$, and,
24) $O(CO)R^4$,

or two R^5 attached to the same carbon form the substituent =O, such that $C(R^5)_2$ may be C=O,

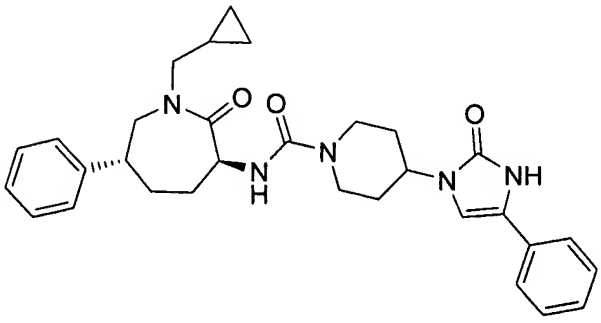
where the number of R^5 substituents that are not H, can range from zero to three;

R^3 is independently selected from H, substituted or unsubstituted C_1-C_3 alkyl, CN and CO_2R^4;

p is 0 to 2q+1, for a substituent with q carbons
m is 0 to 2;
s is 1 to 3;

or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ individual stereoisomers thereof.

10. (Currently Amended) A compound selected from the group consisting of:



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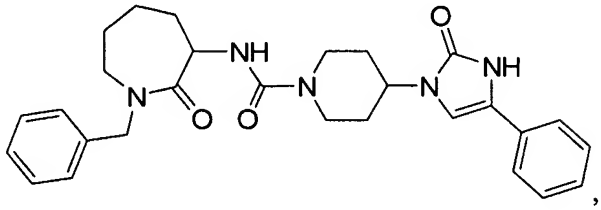

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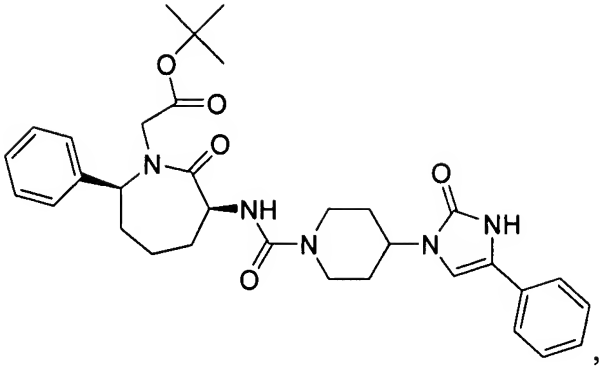

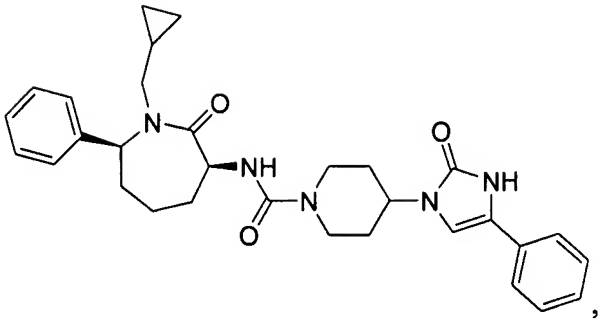

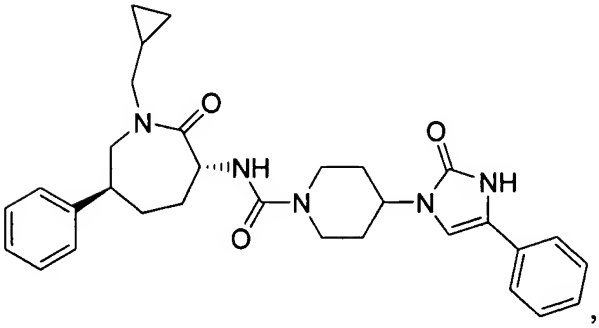

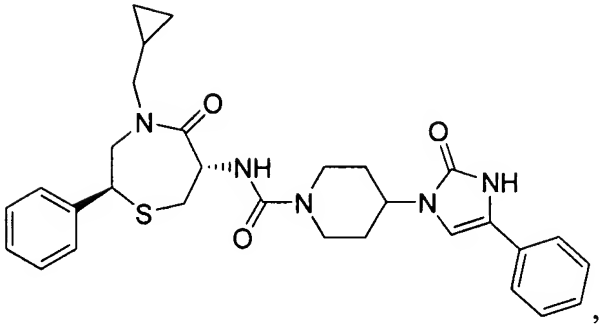

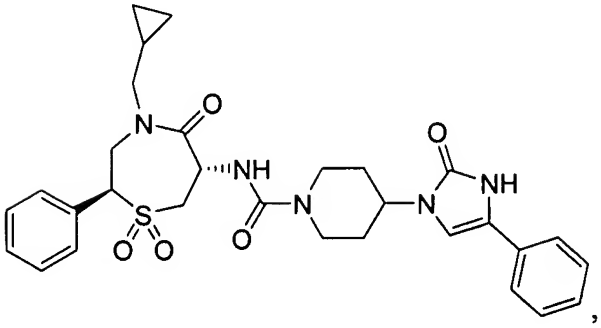

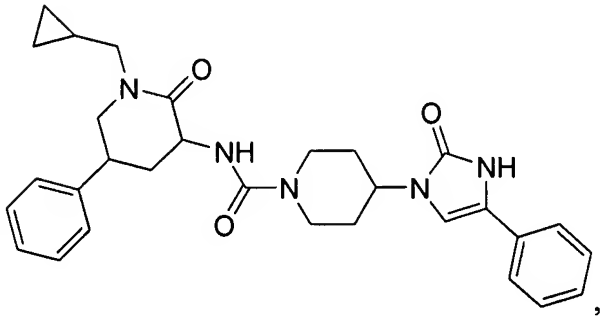

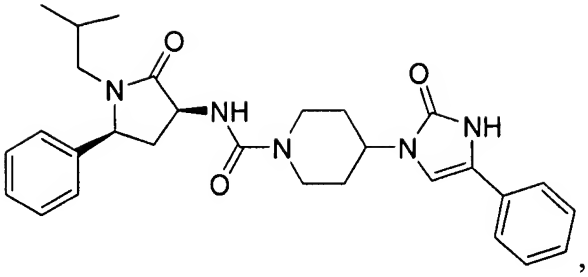

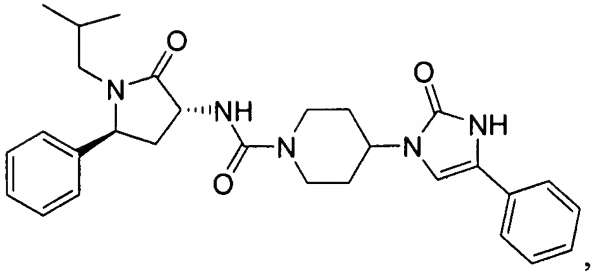

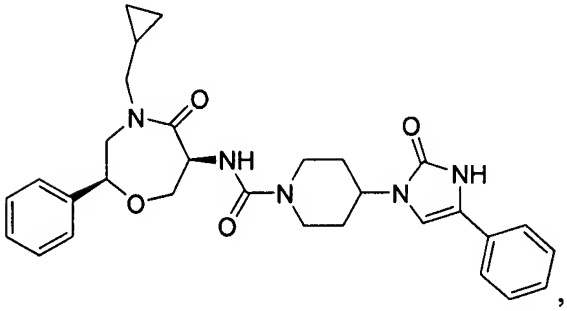

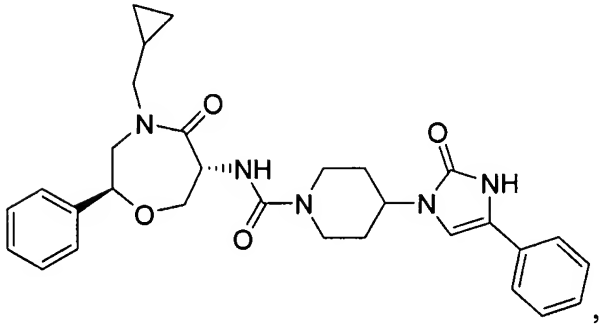

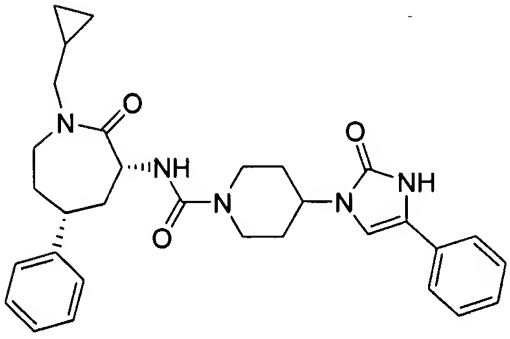

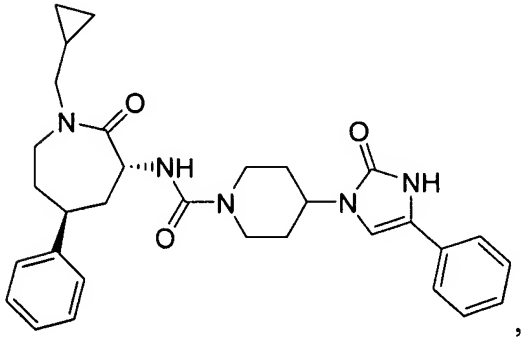

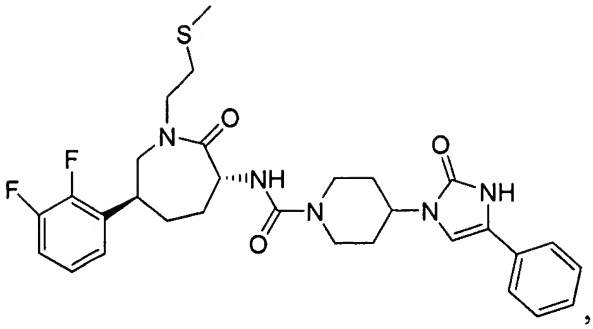

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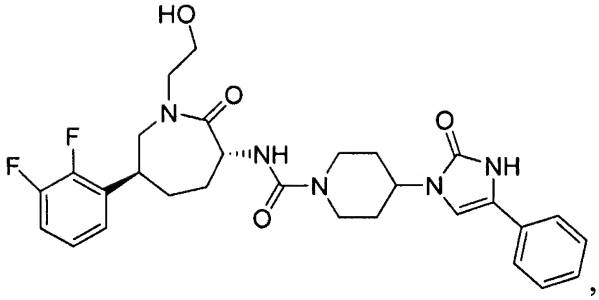

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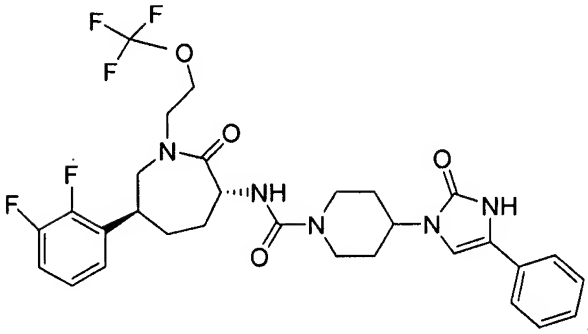

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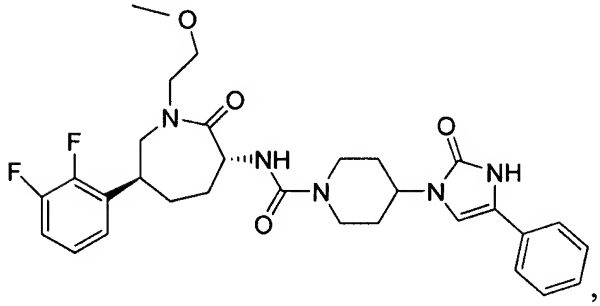

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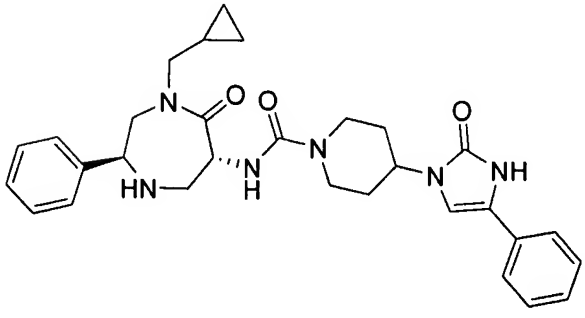

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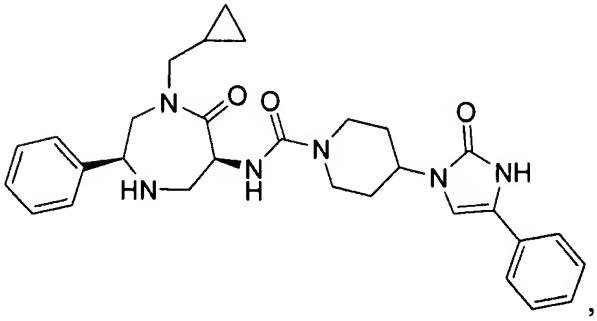

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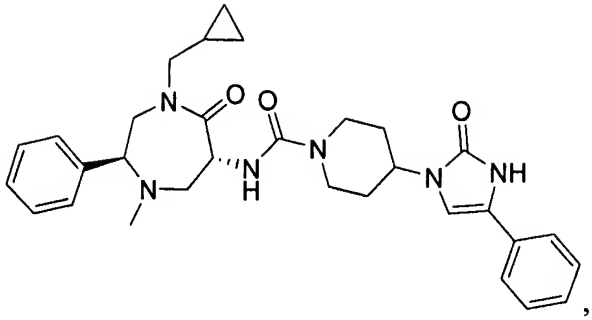
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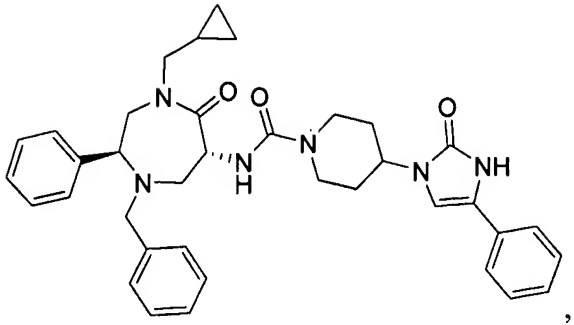
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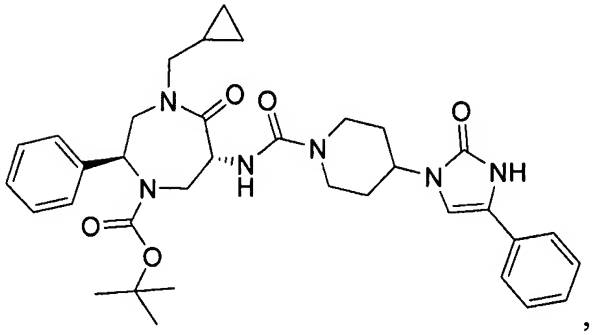
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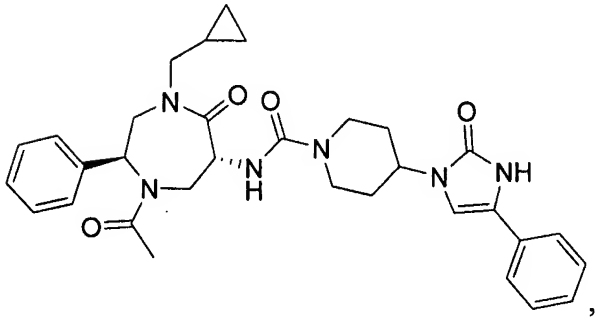
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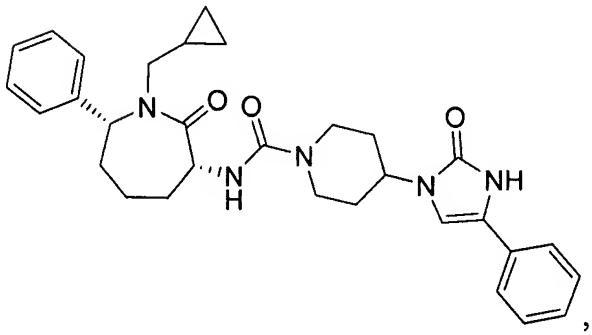
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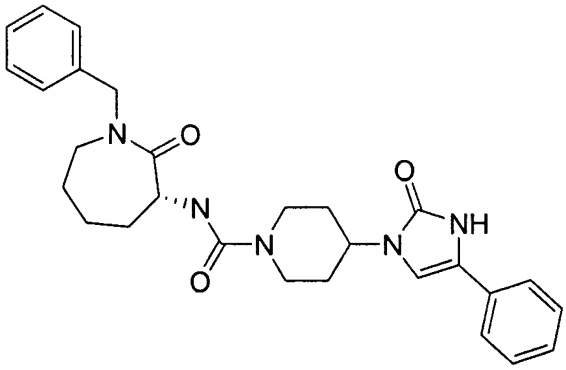
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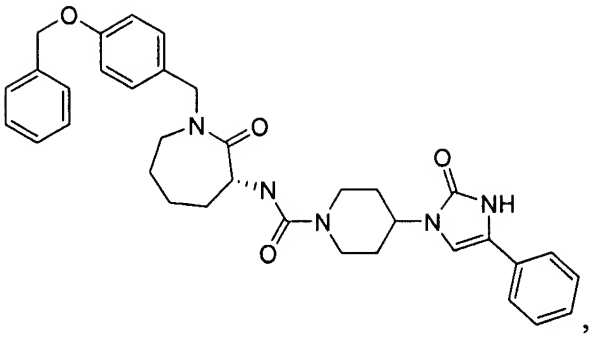
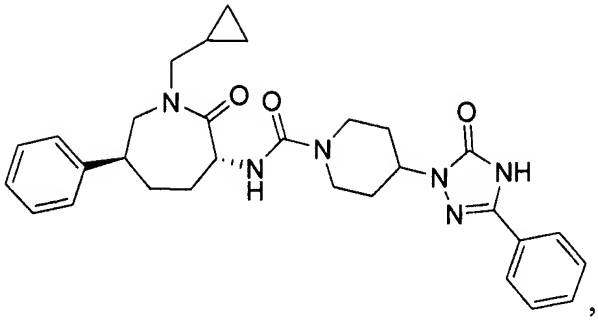
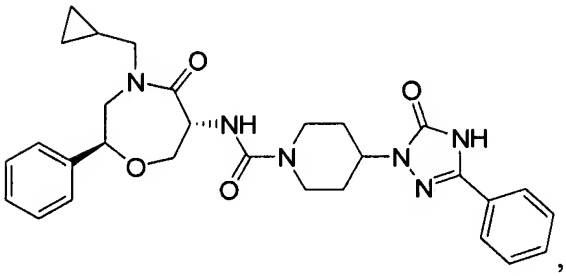
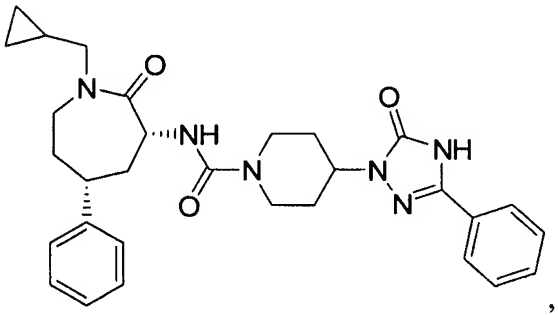
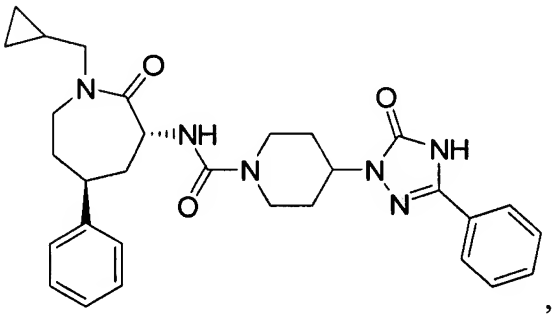
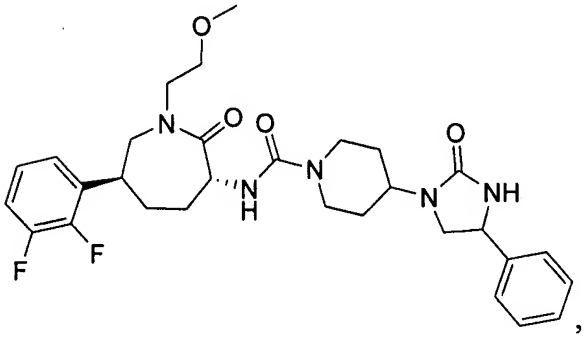
 ,

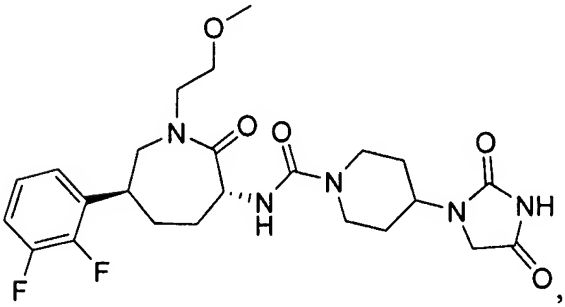
 ,

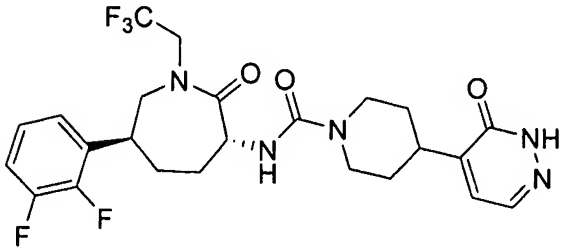
 ,

 ,

 ,

 ,

 , and



or a ~~and~~ pharmaceutically acceptable salt ~~salts~~ and individual diastereomers thereof.

11. (Original) A pharmaceutical composition which comprises an inert carrier and the compound of Claim 1.

12. (Canceled)

13. (Currently Amended) A method for treating~~, controlling, ameliorating or reducing the risk of~~ headache~~, migraine or cluster headache~~ in a mammalian patient in need of such which comprises administering to the patient a therapeutically effective amount of the compound of Claim 1.